

To Our Capital Markets Clients:

## Summary of Pricing and Allocation Policy

We summarize below our policies for pricing and allocating securities when you mandate J.P. Morgan entities (“JP Morgan”) as a bookrunner for a securities offering.

The JP Morgan employees who will be working with you during the offering process are part of an origination, structuring, capital markets or syndicate group within JP Morgan. These employees provide services for you and other issuers and offerors of securities, but not for investor clients of JP Morgan.

The recommendations that we make to you regarding the pricing and allocation of securities will be based on our experience in the distribution of securities offerings and on investor indications of interest received during the bookbuilding process. This process provides important feedback on investor interest generally and concerning the pricing and demand for the offering.

When allocating securities, without limitation and in no order of priority, we may take into account any or all of the following factors:

- (i) the size of an investor’s expressed interest (both absolutely and relative to the investor’s portfolio) or assets under management;
- (ii) whether we consider the investor’s expressed interest and its requested allocation to be consistent with the investor’s investment strategy and purchasing capacity;
- (iii) any price guidance or tolerance furnished by the investor or other structural considerations expressed by the investor;
- (iv) our assessment of the investor’s interest in, and past dealings in, issues generally and securities previously issued by you or by others in your sector;
- (v) the nature and level of interest shown by the investor in the offering, including participation in any presentation by your management or other direct contacts with you;
- (vi) the timing of the investor’s interest (in particular, how early in the offering process the investor expressed interest);
- (vii) the geographical location of the investor;
- (viii) the sector or sectors of the investor’s business;
- (ix) any selling restrictions or other relevant legal or regulatory restrictions in jurisdictions with which the investor is connected;
- (x) the quality of the investor’s ongoing dialogue with JP Morgan; and
- (xi) any minimum denominations.

Our experience in the distribution of offerings will also be relevant to the selection of investors to participate in market soundings, roadshows, other meetings between yourself and investors and other offering related marketing activities. In making these decisions, we will consider a variety of factors including, without limitation, and in no order of priority:

- (i) The nature and manner of the investor’s participation in similar processes;
- (ii) Whether the investor has expressed interest in you previously;
- (iii) The level of engagement by the investor in you, or in your sector, or in your past offerings;
- (iv) Eligibility of investors to participate (e.g. due to deal documentation or selling restrictions); and
- (v) Many of the criteria listed above regarding allocation decisions.

These are not exhaustive lists. Please inform us if you have other or more specific objectives in the offering process, and we will discuss these with you and bear them in mind when making our recommendations. We can also work with you to target specific types of investors.

As part of the offering process, JP Morgan sales and trading employees will typically furnish information in internal discussions regarding investor interest in and views of the securities being offered. Our recommendations to you concerning pricing and allocation will take these internal discussions into account. However, our recommendations to you will be made solely by our syndicate desk in light of all relevant factors, and will not be based on the amount of revenues we receive from specific investment clients.

In some offerings, a trading desk of JP Morgan or an affiliate may place an order to purchase securities as an investor. Our policy is to treat such orders as though they were received from an unaffiliated party and to judge them according to the same criteria we apply to orders from any other investment client. In addition, we may recommend that securities be allocated to an asset management or private banking affiliate of JP Morgan, if this is consistent with your objectives for the offering. As the foregoing situations may create potential conflicts of interest for us, we encourage you to discuss them with us should the need arise.

If you wish to allocate any securities to your "friends and family" (including employees, directors and related or associated persons), this will be your responsibility and we will not make any allocation to such persons. We will, however, agree the size of any "friends and family" tranche with you.

In offerings of your securities in which we participate but do not have any responsibility for pricing or allocation, we are not required to make any recommendations to you.

This summary of our pricing and allocation policies and our policy on the selection of investors to participate in marketing activities is not intended to be comprehensive, and we would be pleased to furnish you with more detailed information, as you require, during the offering process. In addition, if you so request, we will agree the final allocation of securities with you and/or provide you with details concerning the actual allocations made in the offering, subject to any confidentiality obligations or legal or regulatory requirements that we must observe. We do not act as financial advisor or fiduciary to you. This summary should not be construed as forming part of any other agreement between us.